

Settlement Date and Time:

January 4, 2001

at 12:00 p.m.

Gerald C. Bender (GB-5849)  
Lawrence A. First (LF-9650)  
FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON  
(A Partnership Including  
Professional Corporations)  
Attorneys for Debtors  
and Debtors-in-Possession  
One New York Plaza  
New York, New York 10004  
(212) 859-8000

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:
In re:	:
	: Chapter 11
	: Case Nos. 00 B 41065 (SMB)
RANDALL'S ISLAND FAMILY GOLF	: through 00 B 41196 (SMB)
CENTERS, INC., <u>et al.</u> ,	:
	: (Jointly Administered)
Debtors.	:
	:
- - - - -	x

NOTICE OF SETTLEMENT OF ORDER

PLEASE TAKE NOTICE that the undersigned will present,  
for settlement and signature, the accompanying order (the  
"Order"), pursuant to Rule 9074-1(a) of the Local Rules for the  
United States Bankruptcy Court for the Southern District of New  
York, to the Honorable Stuart M. Bernstein, United States  
Bankruptcy Judge, in his Courtroom at the United States  
Bankruptcy Court, Alexander Hamilton Customs House, One Bowling  
Green, New York, New York 10004 on January 4, 2001 at 12:00 p.m.  
(the "Settlement Date").

PLEASE TAKE FURTHER NOTICE that comments and/or  
objections to the Order, together with a counterproposed order,

if any, must be (i) in writing, (ii) received in the Bankruptcy Judge's Chambers and (iii) served upon (a) Fried, Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004-1980 (Attn: Gerald C. Bender, Esq.), (b) Berlack, Israels & Liberman, LLP, 120 West 45th Street, New York, New York 10036 (Attn: Erica Ryland, Esq.), (c) Russell R. Johnson, 3734 Byfield Place, Richmond, Virginia 23233 and (d) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Brian Masumoto, Esq.), together with proof of service thereof, such that they are received no later than one day prior to the Settlement Date. Unless comments and/or objections and a counterproposed order are received one day prior to the Settlement Date, the Order may be signed.

Dated: New York, New York  
December 26, 2000

FRIED, FRANK, HARRIS, SHRIVER  
& JACOBSON  
(A Partnership including  
Professional Corporations)  
Attorneys for Debtors and  
Debtors-in-Possession  
One New York Plaza  
New York, New York 10004  
(212) 859-8000

By: /s/ Gerald C. Bender  
Gerald C. Bender (GB-5849)

356263

To:

Brian Masumoto  
Office of the United States Trustee  
33 Whitehall Street  
21<sup>st</sup> Floor  
New York, NY 10004

Erica Ryland  
Berlack, Israels & Liberman, LLP  
120 West 45th Street  
New York, NY 10036

Scott Talmadge  
Morgan, Lewis & Bockius  
101 Park Avenue  
40<sup>th</sup> Floor  
New York, New York 10178

Russell R. Johnson  
3734 Byfield Place  
Richmond, Virginia 23233

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
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RANDALL'S ISLAND FAMILY GOLF : Case Nos. 00 B 41065 (SMB)  
CENTERS, INC., et. al. : through 00 B 41196 (SMB)  
Debtors. :   
:   
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**ORDER GRANTING CERTAIN UTILITIES ADEQUATE ASSURANCE OF  
PAYMENT PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE**

On December 7, 2000, this matter came before the Court on The Consolidated Edison Company of New York, Inc., Long Island Lighting Company, d/b/a LIPA, KeySpan Gas East Corporation d/b/a KeySpan Energy Delivery Long Island, Duke Power Company, Baltimore Gas And Electric Company, Niagara Mohawk Power Corporation, Virginia Electric And Power Company (Dominion Virginia Power) and Georgia Power's (the Utilities) Motion Pursuant To Section 366(b) Of The Bankruptcy Code For An Order Modifying The Order Determining That Certain Utilities Are Adequately Assured Of Payment (the Motion). In accordance with the Court's ruling at the hearing held on December 7, 2000 on the Motion and the parties' agreement as to the remaining issues, it is

ORDERED that the Debtors shall immediately tender payment to the Utilities for any issued and outstanding bills that are past due, which shall mean invoices under which the Debtors have failed to tender payment to the Utilities by the deadline set forth on the applicable invoice; it is further

ORDERED that the Debtors shall tender payment to the Utilities for any invoices issued prior to or subsequent to this Order by the payment deadline set forth on the applicable invoice; it is further

ORDERED that commencing December 19, and every Tuesday thereafter, unless Tuesday is a holiday and then on the next business day, the Debtors shall send, via overnight mail, the following payments for services provided the preceding week:

- A. The Consolidated Edison Company of New York, Inc. - \$21,720.63
- B. Long Island Lighting Company, d/b/a LIPA, KeySpan Gas East Corporation d/b/a KeySpan Energy Delivery Long Island - \$24,778.13
- C. Duke Power Company - \$1,871.88
- D. Baltimore Gas And Electric Company - \$2,992
- E. Niagara Mohawk Power Corporation - \$3,977.50
- F. Virginia Electric And Power Company (Dominion Virginia Power) - \$8,228.88;
- G. Georgia Power - \$1,334.77.

Attached as Exhibit 1 is a chart that sets forth how the foregoing payments will be applied to the applicable accounts; it is further

ORDERED that the weekly payments provided for in the preceding decretal paragraph are subject to adjustment if the average usage changes and/or the Debtors close a location or locations that receive service from the Utilities. With respect to average usage changes, the parties will reconcile amounts every 6 months commencing on May 15, 2001, it is further

ORDERED that at the end of the applicable billing cycle each month, which shall be the same billing cycles that were in place pre- and post-petition, the Utilities shall reconcile the payments against the Debtors' actual bills. If the payments exceed the amount of the applicable usage for the time period at issue, the Debtors shall be entitled to reduce the amount of their weekly payment for the week(s) following the receipt of a statement/bill setting forth the credit

by the amount of the credit. If, however, the payments are less than the actual usage and the bill amount, the Debtors shall pay the amount due by the applicable due date on the bill, which shall be a due date in accordance with the parties' past practice; it is further

ORDERED that payments that are to be made under this Order shall be sent to:

- A. Dominion Virginia Power  
Attn: Mr. Dean Harris  
System Credit  
One James River Plaza, 18th Floor  
701 East Cary Street  
Richmond, Virginia 23219
- B. Consolidated Edison Company of New York, Inc.  
Attn: Leon Z. Mener, Esq.  
General Litigation and Claims  
4 Irving Place, Room 840  
New York, NY 10003
- C. Duke Power Company  
Attn: Deborah Edwards, Esq.  
422 South Church Street (PBO5E)  
Charlotte, N.C. 28202
- D. Eric Perrotta  
Long Island Lighting Company, d/b/a LIPA.  
KeySpan Gas East Corporation  
15 Park Drive  
Melville, NY 11747
- E. Baltimore Gas And Electric Company  
Attention: Jose H. Pineda III  
1700 Gas & Electric Building, Room 1420  
P.O. Box 1475  
Baltimore, MD 21203
- F. Niagara Mohawk Power Corporation  
Attn: William C. Grossman, Esq.  
Senior Counsel  
535 Washington Street  
Buffalo, NY 14203

G. Georgia Power  
Attn: Mary Frances Mackin, Esq.  
Troutman Sanders, LLP  
Bank Of America Plaza  
Suite 5200  
600 Peachtree Street NE  
Atlanta, GA 30308-2216; it is further

ORDERED that if the Debtors fail to tender a payment by the applicable deadlines established by this Order, the Utilities can terminate service to the Debtors seven (7) days after the following individuals have received notice of such default (the "Cure Period"): (i) Family Golf Centers, Inc., 538 Broadhollow Road, 4th Floor, Melville, New York 11747 (Attn: Pamela S. Charles, facsimile no. 631-694-1935) and (ii) Fried Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004 (Attn: Gerald C. Bender, Esq., facsimile no. 212-859-8583). If the Debtors fail to cure the default by the end of the Cure Period, the Utility can terminate service to the Debtors; it is further

ORDERED that a Utilities' failure to terminate service immediately with respect to a defaulted account shall not constitute a waiver of its rights.

ORDERED, that under Section 503(b)(1)(A) of the Bankruptcy Code, any unpaid post-petition utility charges constitute actual and necessary expenses of preserving the Debtors' estates, entitling the Objecting Utilities to an administrative expense priority under section 507(a)(1) of the Bankruptcy Code against the applicable Debtor; and it is further

Dated: New York, New York  
December \_\_, 2000

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UNITED STATES BANKRUPTCY JUDGE

# EXHIBIT A



**Consolidated Edison Company of New York, Inc.**

**RANDALL'S FAMILY GOLF CENTERS, INC.**

ACCOUNT NO. AND ADDRESS	REQUIRED WEEKLY PAYMENT
1. Orient Assoc (41140) 23-3898-3550-0006-4 232-01 Northern Blvd., Rge 64 Little Neck, NY	\$933.75
2. Orient Assoc (41140) 55-5552-6275-0401-1 300 Fairview Park Dr Ent Elmsford, NY	\$1,207.50
3. Sports Plus (41176) 52-2408-0576-5002-4 33 Lecount Pl Rink New Rochelle, NY	\$6,743.75
4. Sports Plus (41176) 52-2408-0575-9002-2 33 Lecount Pl 2ICE New Rochelle, NY	\$9,181.88
5. Family Golf (41103) 46-3035-1970-0001-7 Randalls Island, NY	\$1,781.25
6. Family Golf (41103) 30-2277-1530-0001-2 1825 East Gunhill Rd Ent. Bronx, NY	\$1,872.50
<b>TOTAL</b>	<b>\$21,720.63</b>

FAMILYWEEKLYPYMTS.xls

FAMILY GOLF

Account No.	Deposit that had been requested	Weekly Payments
899-72-5902-2	\$305.00	\$ 38
899-72-5190-2	\$1,775.00	\$ 222
899-72-5900-2	\$2,520.00	\$ 315
899-72-5905-2	\$9,600.00	\$ 1,200
899-72-5915-2	\$2,600.00	\$ 325
899-72-5936-2	\$5,510.00	\$ 689
899-72-5953-2	\$1,010.00	\$ 126
899-72-5970-2	\$9,800.00	\$ 1,225
908-05-2585-0	\$365.00	\$ 46
899-72-5950-2	\$11,555.00	\$ 1,444
899-72-5940-2	\$28,520.00	\$ 3,565
474-78-4170-4	\$24,540.00	\$ 3,068.13
474-78-4178-3	\$8,505.00	\$ 1,063
474-78-4177-2	\$150.00	\$ 19
474-78-4174-3	\$460.00	\$ 58
474-78-4172-3	\$4,105.00	\$ 513
654-04-3190-3	\$4,245.00	\$ 531
474-78-4176-3	\$1,100.00	\$ 138
654-04-3195-3	\$8,985.00	\$ 1,123
714-48-4990-2	\$14,495.00	\$ 1,812
863-75-4624-3	\$140.00	\$ 18
863-75-4620-3	\$2,795.00	\$ 349
863-75-4622-4	\$305.00	\$ 38
899-72-5960-2	\$16,490.00	\$ 2,061
899-72-5935-2	\$20,510.00	\$ 2,564
899-72-5955-2	\$17,840.00	\$ 2,230
<b>TOTALS</b>	<b>\$198,225.00</b>	<b>\$ 24,778.13</b>
LONG ISLAND LIGHTING COMPANY d/b/a LIPA		
KEYSPAN GAS EAST CORPORATION d/b/a KEYSPAN ENERGY DELIVERY LONG ISLAND		
FAMILY GOLF CENTER WEEKLY PAYMENTS		

DUKE POWER COMPANY

<u>Account Number</u>	<u>Service Address</u>	<u>Weekly Amount</u>
02164805703	8000 Pelham Rd, Greenville, SC	\$331.75
02164805802	Same	\$62.88
02164805902	Same	\$190.88
02159115604	1680 Scuffletown, Fountain Inn, SC	\$1.75
02159117503	Same	\$1.75
02159117552	Same	\$30.38
02159117606	Same	\$346.25
02159117661	Same	\$1.75
02159117754	Same	\$60.13
02159117804	Same	\$253.50
02159168107	Same	\$28
02159169303	Lake, The Cedars, Fountain, Inn, SC	\$363.13
02159117521	1680 Scuffletown Rd, Fountain Inn, SC	\$3.75
02159117701	Same. No. 1	\$11.50
02159167511	Same. No. 2	\$11.25
	Total	\$1,871.88

**BALTIMORE GAS AND ELECTRIC COMPANY**

1. Piney Orchard Ice Forum, 8781 Piney-Orchard Parkway, Odenton, MD - Weekly  
Amount: \$2,000
  
2. Glen Burnie Family Golf Center, 1501 Dorsey Road, Suite G, Glen Burnie, MD - Weekly  
Amount: \$992

# NIAGARA MOHAWK POWER CORP.

## Family Golf Centers

ACCOUNT NUMBER	ADDRESS	PRELIMINARY DEBT	PROPOSED DEPOSIT	WEEKLY PAYMENT
56663-83110	3985 STATE RTE 31 CLAY, NY 13041	\$1300.00	\$2710	\$338.75
25440-41029	3985 STATE RTE 31 CLAY, NY 13041	\$3841.63	\$8145	\$1018.13
43714-33120	HAVILAND RD QUEENSBURY, NY 12804	\$261.95	\$220	\$27.50
76914-34113	177 HAVILAND RD QUEENSBURY, NY 12804	\$16.86	\$185	\$23.13
64514-34116	HAVILAND RD QUEENSBURY, NY 12804	\$1173.71	\$1230	\$153.75
73114-34113	195 HAVILAND RD QUEENSBURY, NY 12804	\$8702.47	\$17100	FINALED
40749-72119	CLINTON ST NEW HARTFORD. NY 13413	\$957.24	\$2230	\$278.75
	<b>TOTALS</b>	\$16253.86	\$31820.00	\$1840.01

**DOMINION VIRGINIA POWER****Family Golf**

Virginia Beach Family Golf Centers  
Acct: 1610382770  
Dep Request: \$3584.00  
Weekly: **\$448.00**

Skatenation of Reston, LLC  
Acct: 1374152617  
Dep Request: \$17,525.00  
Weekly: **\$2,190.63**

Indian River Family Golf  
Acct: 0536150493  
Dep Request: \$26.00  
Weekly: **\$3.25**

Indian River Family Golf  
Acct: 8060031237  
Dep Request: \$4672.00  
Weekly: **\$584.00**

Skatenation of Richmond South  
Acct: 7355362364  
Dep Request: \$9980.00  
Weekly: **\$1247.50**

Virginia Beach Family Golf Centers  
Acct: 4864825114  
Dep Request: \$1098.00  
Weekly: **\$137.25**

Skatenation of Richmond West  
Acct: 5040604901  
Dep Request: \$24,449.00  
Weekly: **\$3056.13**

Skatenation of Reston, LLC  
Acct: 1443505902  
Dep Request: \$156.00  
Weekly: **\$19.50**

Richmond Family Golf Center  
Acct: 7933080058  
Dep Request: \$3980.00  
Weekly: **\$497.50**

### Family Golf accounts with Georgia Power

<i>Service Address</i>	<i>ACCT#</i>	<i>2 AMB DEP</i>	<i>Weekly Payment</i>
1250 UPPER HEMBREE RD	10948-00013	\$ 3,500.00	\$437.50
2833 PEACHTREE INDUS BLVD	26978-56010	\$ 855.00	\$108.13
2833 PEACHTREE INDUS BLVD	27188-56012	\$ 900.00	\$112.50
2833 PEACHTREE INDUS BLVD	95018-55017	\$ 825.00	\$103.13
2833 PEACHTREE INDUS BLVD	01358-55015	\$ 325.00	\$40.63
2833 PEACHTREE INDUS BLVD	54908-56011	\$ 150.00	\$18.75
2833 PEACHTREE INDUS BLVD	99008-54014	\$ 4,085.00	\$510.63
2833 PEACHTREE INDUS BLVD	99008-54112	\$ 425.00	\$53.13
2833 PEACHTREE INDUS BLVD	09792-43019	\$ 475.00	\$59.38
	TOTALS	\$ 11,550.00	\$1,443.75